



# SUPPLIER CODE OF CONDUCT

May 2023

## **I. ABOUT ATENOR'S<sup>1</sup> SUPPLIER CODE OF CONDUCT**

Social and sustainable responsibility is at the heart of Atenor's development policy. Every day, in the 10 countries where we operate, our teams rise to the challenge of climate change and adaptation as well as social developments to propose projects meeting the very highest environmental and social standards in alignment with the 'Minimum Social Safeguards' criteria's defined in the European Taxonomy.

In this framework, Atenor's collaborators must follow and apply the fundamental principles set out in the areas of humans rights and the fight against corruption as set out in our Corporate Governance & Sustainability Charter, which is updated on a regular basis [www.atenor.eu](http://www.atenor.eu).

As one of Atenor's suppliers, you have an important role to play in successfully achieving this environmental and social challenge. Atenor believes that lasting relationships are built on dialogue, professionalism and respect of commitments.

Therefore, Atenor expects, by means of this Supplier Code of Conduct (hereinafter called, the "**SCC**"), the same standards to be respected by its suppliers in their operations and throughout their own supply chain (i.e. business partners, entities in its value chain, clients, any other entity directly linked to its business operations, products or services) (hereinafter together called, the "**Suppliers**").

Please note that the present SCC may not cover every situation Suppliers may face. When in doubt or in case of any question with regard to this SCC, Suppliers can (and are expected to) contact their direct contact person at Atenor.

## **II. GENERAL REQUIREMENTS**

All our Suppliers have to comply with any treaty, legislation, regulation, directive, decree, order or standard applicable in the countries in which they operate.

We expect our Suppliers to respect the standards set out in this SCC and to take appropriate measures to ensure that these standard are also met by their own supply chain.

## **III. HUMAN RIGHTS**

Human rights refer to the basic rights and freedom to which all people are entitled. The concept is broad ranging and encompasses civil, political, economic, social and cultural elements.

### **III.1. COMMITMENT**

Our Suppliers must align with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, including the principles and rights set out in the eight fundamental conventions identified in the Declaration of the International Labour Organisation on Fundamental Principles and Rights at Work and the International Bill of Human Rights.

In all contexts, our Suppliers have to commit to complying with all applicable laws and respect internationally recognised human rights wherever they operate.

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<sup>1</sup> Including all its affiliated companies within the meaning of article 1:20 of the Companies and Associations Code

Our Suppliers must focus on proactively upholding human rights by:

- Fostering healthy and safe work environments;
- Ensuring fair working conditions for their collaborators, and fostering fair working conditions for their own suppliers' collaborators;
- Contributing to a good work life balance for their collaborators and a focus on systematically improving health, physical, and mental well-being;
- Providing a fair and balanced remuneration and creating the most optimal and favourable conditions of work;
- Promoting human dignity, diversity, gender equity and refuse to tolerate any form of discrimination (and certainly not based on personal characteristics such as gender, gender identity, gender expression, sexual orientation, origin, nationality, ethnicity, religion, political, or philosophical opinions, disabilities or physical appearance), bullying, sexual intimidation or other forms of harassment or violence (sexual and non-sexual);
- Procuring services and goods in a responsible and sustainable way, taking into consideration human rights.

Within their possibilities and their societal role, our Suppliers have to take the appropriate steps to prevent and mitigate adverse human right impacts and, where applicable, remediate adverse human rights impacts.

### **III.2. FOLLOW-UP**

Our Suppliers have to strive, within their possibilities and societal role, for zero human rights risk exposure within their operations and supply chain, thereby aiming to identify those risks through a proper human rights follow-up embedded within their broader risk management system, while at the same time adopting a risk-based approach that focuses on areas with an elevated risk of human rights violations. They furthermore have to actively seek a dialogue with all parties involved and impose the required contractual obligations on their suppliers where needed.

## **IV. ANTI-BRIBERY**

Atenor expects its Suppliers to have a zero tolerance approach to fraud, bribery or corruption. Our Suppliers' collaborators should be strictly prohibited from committing, either directly or indirectly through a third party, an act of fraud, bribery or corruption.

### **IV.1. TYPES OF BEHAVIOR**

Bribery means offering, giving or receiving, or agreeing to give or receive, an undue reward or benefit, whether financial or non-financial, with the intent of influencing the recipient (or a third person) in the exercise of their professional duties in a manner that helps you to obtain an unfair advantage. Considered as an unfair advantage is the benefit to which you and/or your business partners (i.e. customers, suppliers, external service providers, intermediaries, business partners or other persons or entities associated) are not clearly entitled to. An act of bribery does not have to be given or accepted, the intent to give a bribe is sufficient to be deemed a bribe. The value, benefit or advantage offered or received in the context of the bribe, can take a variety of forms. The nature or value of the advantage is irrelevant.

Corruption occurs where one abuses his/her position of trust for personal gain or advantage (or gain or advantage for another). Corrupt behaviour would also include conduct to secure some form of improper advantage for you either directly or indirectly.

Fraud is defined as a dishonest activity that causes actual (or potential) financial loss to any person or entity. It is the theft or improper use of resources and can be committed by employees or people external to your company. Fraud generally involves the use of misrepresentations, dishonest or deceitful conduct in order to obtain some unjust advantage over another or to cause disadvantage to your company.

## **IV.2. SPECIFIC TOPICS**

### **IV.2.1. Gifts and benefits**

The receipt and giving of gifts, benefits or entertainment by our Suppliers from and to potential business relations (clients, suppliers, contractors, etc.) is permitted if it is compatible with normal and accepted business ethic. However, in all cases, it should not be so lavish or excessive as to operate (or imply to operate) as a bribe, and inducement to do business or imply an attempt to influence a business decision.

### **IV.2.2. Lobbying**

The use of company resources for any direct or indirect, monetary or in-kind contribution or donation to support political parties, movements, committees, political organizations and trade unions, or to their representatives and candidates is not permitted.

### **IV.2.3. Charity, good causes and sponsorship**

Our Suppliers have to ensure that the contributions or service in the framework of charity, good causes and sponsorship at least meet the following conditions:

- The supported charity has no connection with politics and does not amount to a political contribution;
- The supported charity has no decision-making role or influence over procurement decisions;
- The contributions follow the Suppliers' overall social responsibility strategy;
- It is transparent regarding the identity of the recipient, the amount, and the purpose for which it is intended.

## **IV.3. PREVENTION**

All collaborators of our Suppliers at all levels play a critical role in preventing fraud, bribery and corruption, amongst others by:

- Understanding the responsibilities of their position;
- Familiarising themselves with correct job procedures and adhering to them;
- Knowing what fraud, bribery and corruption are;
- Being aware of strategies implemented in their areas to minimise the risk of fraud, bribery and corruption;
- Being continuously vigilant to the potential to fraud, bribery and corruption;
- Alerting responsible people to possible or perceived vulnerabilities.

Throughout their monitoring and risk-identification processes, our Suppliers have to ensure that collaborators are aware of the essential role they play within the prevention approach.

#### **IV.4. MONITORING AND COMPLIANCE**

As a Supplier of Atenor you are asked to formally approve and adhere to the present SCC.

Atenor is allowed to update this SCC on a regular basis. As long as the contractual balance between parties is not substantially modified by these updates, the Suppliers will be automatically bound by each updated version of the present SCC. Suppliers will receive a copy of each updated version of this SCC for information purposes.

### **V. WHISTLEBLOWING**

#### **V.1. PURPOSE**

This SCC aims to furthermore put in place a reporting channel for the reporting of irregularities within the scope of our whistleblowing policy in a responsible and effective manner, and with a guarantee of confidentiality, feedback on the report and protection against retaliation.

Said reporting channel should encourage Suppliers to voice (potential) irregularities and promptly in order to prevent or remedy any irregularities that can put their or Atenor's and its stakeholders interests at risk.

This whistleblowing policy is governed by Belgian law, it being understood that overriding mandatory provisions in other countries will apply.

Our Suppliers have to use their best endeavours to engage their own collaborators, their own suppliers, and other workers in their supply chain to better understand the social and environmental responsibility impacts and increase awareness in this respect. In this context, our Suppliers furthermore commit to maintain their own grievance mechanism for stakeholders to raise concerns about potential irregularities within the scope of this SCC in their operations and supply chain.

Our suppliers have to take appropriate action to cease or prevent adverse irregularities that have been identified or that have been brought to their attention. The appropriate action will depend on whether our Suppliers have caused the impact their self, contributed to the impact, or are linked to the impact through their business relationships. In all cases, the focus will be on mitigating the risk to the individuals(s), experiencing the impact, and on fostering continuous improvement.

#### **V.2. TYPES OF IRREGULARITIES**

Reports can concern information on (potential) breaches observed in a work-related context in any and all of the following matters (hereinafter collectively referred to as "irregularities"):

- Matters envisaged by the whistleblowing legislation, i.e., breaches of laws and regulations concerning:
  - Public procurement;
  - Financial services, products and markets, and prevention of money laundering and terrorist financing;
  - Product safety and conformity;
  - Transport safety;
  - Protection of the environment;
  - Radiation protection and nuclear safety;
  - Food and animal feed safety, animal health and welfare;
  - Public health;

- Consumer protection;
- Protection of privacy and personal data and security of network and information systems;
- Tax fraud;
- Social fraud;
- EU internal market, including competition and state aid rules; and/or
- Actual or potential conduct that conflicts with the ethical standards of this CSS for and procedures such as present policy.

This policy does not apply to reports for which a specific statutory procedure and protection is in place, such as psychosocial aspects at work (e.g., harassment), and discrimination claims.

### V.3. PROCEDURE

#### V.3.1. Reporting

Irregularities can be reported through email to [compliance@atenor.eu](mailto:compliance@atenor.eu).

The report will be handled by the Compliance Officer and the Compliance Manager (hereinafter called, the “**Report Handler**”).

If the Report Handler believes that he cannot handle a certain report, either because he would be directly or indirectly involved in the report, or on any other reasonable grounds, he must report this immediately to the President of Atenor’s Audit Committee. Where appropriate and for any reason whatsoever, the President of Atenor’S Audit Committee or the Report Handler may also appoint an ad hoc Compliance Officer.

The reporting person is asked to provide the following specific information and documents (if he or she has these):

- The facts and documents that prove the irregularity;
- The nature of the irregularity;
- If applicable, the name and the position of the person accused of having committed an irregularity;
- The period during which the irregularity took place; and
- Any further evidence of the irregularity and any other element that seems relevant to him or her.

Anonymous reports will in principle not be acted on, but Atenor reserves the right to investigate them further.

The Report Handler shall, upon the receipt of a report, inform the President of Atenor’S Audit Committee and the CEO of the nature of the report, without disclosing the name of the reporting person. If the President of Atenor’S Audit Committee respectively the CEO is involved in the report, the Report Handler shall inform the President of Atenor’s Board of Directors.

### V.3.2. Treatment

The Report Handler investigates the report:

- **In a completely impartial manner:** The Report Handler has the right to hear persons and witnesses or to call upon independent internal or external authorities for the verification of certain information.
- **In a confidential manner** (during the handling of the report): The Report Handler is bound to maintain confidentiality (respecting the identity of the reporting person as well as the person about whom the irregularity was reported) unless precautionary measures need to be taken immediately (to prevent evidence from being destroyed). The Report Handler is no longer bound to confidentiality with regard to the reporting person if said person breaks the confidentiality himself/herself in violation of this internal procedure.
- **In a discreet manner**
- **In full autonomy and independence** without receiving instructions from others.

After investigating the report, the Report Handler will submit an assessment (with a detailed description of his findings and all supporting documents) indicating whether, in his opinion, the report is either well-founded or unfounded to Atenor's Board of Directors.

If the report concerns a director, the director concerned will leave the meeting of Atenor's Board of Directors when the report is being deliberated.

### V.3.3. Consequences

If a report proves to be:

- **Well-founded:** If a report proves to be well-founded, Atenor will do everything that is reasonably possible to address and remedy the irregularities found. Atenor will inform the person who committed the irregularity of the measures that Atenor is considering taking as a result of the irregularity. Atenor will inform the reporting person of the outcome of the investigation (in particular the validity of the report and the measures to be taken) after hearing the person who committed the irregularity and after making a decision regarding the measures to be taken.
- **Unfounded:** If a report proves to be unfounded, the investigation comes to an end. Atenor will inform the person about whom the irregularity was reported about the unfounded nature of the report. Atenor will inform the reporting person of the outcome of the investigation (in particular the unfounded nature of the report) and the measures it is considering taking as a result of the unfounded report.

## V.4. COMMITMENTS

### V.4.1. Commitments to the reporting person

The reporting person will be kept informed of the follow-up of his/her report as follows:

- Confirmation of receipt of the report within 7 days of receiving the report; and
- Feedback on the report within maximum 3 months of receiving the report.

Atenor ensures that a person who reports an irregularity in good faith will in no way undergo any negative consequence arising from or in connection with such a report. As such, no civil, criminal or disciplinary claims can be filed, nor can professional sanctions be imposed due to the report. The

reporting person is also not considered to be infringing any agreement, or any limitation of disclosure or of communication of information imposed by law or regulations, and cannot be held liable in any way for reporting this information. The fact that it may appear that the report is unfounded after the investigation of the alleged irregularity is irrelevant.

The relevant statutory protective and supportive measures will apply to the person who reports an irregularity in good faith as well as to any other protected persons (facilitators and connected persons and legal entities).

More information on and assistance relating to the protection and support measures under Belgian law can be obtained from the Federal Institute for the protection and promotion of Human Rights: <https://federaalinstituutmensenrechten.be/en>.

The aforementioned protection is not guaranteed to the person who submits a report in bad faith (i.e. if a person wilfully makes false statements, participates in the irregularity himself/herself, submits an evidently unfounded report or submits such a report with frivolous or malicious intent).

#### **V.4.2. Commitments to the person about whom the report was filed**

The Report Handler informs the person about whom the irregularity was reported about the existence of the report in due time. In particular, the Report Handler provides the following information:

- The alleged facts;
- The internal or external services to whom the details of the report or the result of the investigation may be communicated; and
- How the person can exercise his/her rights.

However, Atenor reserves the right to postpone this notification in exceptional circumstances and/or in the interest of the investigation (e.g. if it might result in the necessary evidence being destroyed or manipulated).

#### **V.5. PROCESSING OF PERSONAL DATA AND RIGHTS OF THE PERSONS CONCERNED**

Every processing of personal data will be in accordance with European regulations (EU) 2016/679 and the statutory provisions in the countries concerned. Atenor's GDPR policy will be applicable to reports in the framework of this whistleblowing policy.

### **VI. RIGHT TO AUDIT**

Although Atenor does not have the intention to carry out systematic audits, Atenor does reserve the right to carry out audits and evaluations to verify that Suppliers comply with the provisions of this SCC, to the extent required by law or ordered by a court, an arbitral tribunal or a competent authority, directed by internal policies or in case of material concerns.

In the event of doubt as to compliance with this SCC, the commercial relationship may be suspended by Atenor until a thorough investigation has been carried out by a 3rd party.

In the event of proven non-compliance by a Supplier, disciplinary and other actions up to and including termination of the commercial relationship with Atenor will be taken.